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*Attorneys for Debtors Lehman Brothers Holdings Inc.  
and Certain of its Affiliates*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	)	
In re	)	Chapter 11 Case No.
	)	
Lehman Brothers Holdings Inc., <i>et al.</i> ,	)	08-13555 (SCC)
	)	
Debtors.	)	Jointly Administered
	)	
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**DECLARATION OF JONATHAN D. WAISNOR IN SUPPORT OF LEHMAN  
BROTHERS HOLDINGS INC.'S SECOND OBJECTION TO CERTAIN RMBS TRUST  
CLAIMS AND MOTION TO DISALLOW AND EXPUNGE CERTAIN RMBS TRUST  
CLAIMS FOR INSUFFICIENT DOCUMENTATION**

I, Jonathan D. Waisnor, hereby certify and declare as follows based upon my own personal information and knowledge:

1. I am an attorney admitted to practice in the courts of the State of New York and in the United States District Court for the Southern District of New York.

2. I am an attorney with the firm of Willkie Farr & Gallagher LLP, attorneys of record for Lehman Brothers Holdings Inc. (“LBHI” or “Plan Administrator”) in the above-captioned action. I am fully familiar with the facts and circumstances in this case. I am of sound mind and in all respects qualified to make this Declaration.

3. I submit this Declaration in support of LBHI’s Second Objection to Certain RMBS Trust Claims and Motion to Disallow and Expunge Certain RMBS Trust Claims for Insufficient Documentation (the “Objection”).

4. Attached hereto as Exhibit A is a schedule of 20,890 loans, identified by their unique loan file number, that have been submitted to the Protocol by the RMBS Trustees (“Trustees”) and, as of August 30, 2016, are still active or have yet to be liquidated.

5. Attached hereto as Exhibit B is a schedule of 15,461 loans, identified by their unique loan file number, that have been submitted to the Protocol by the Trustees and, as of August 30, 2016, are missing two necessary documents for the Plan Administrator to calculate and evaluate damages.

6. Attached hereto as Exhibit C is a true and accurate copy of the *One Hundred Ninth Omnibus Objection to Claims (Insufficient Documentation)* [Docket No. 15008], filed by the Plan Administrator on March 14, 2011.

7. Attached hereto as Exhibit D is a true and accurate copy of the transcript of the June 30, 2011 hearing in *Lehman Brothers Holdings Inc., et al.*, No. 08-13555-SCC (Bankr. S.D.N.Y.) [Docket. No. 18251].

8. Attached hereto as Exhibit E is a true and accurate copy of the *RMBS Trustees’ Motion To (I) Increase The Reserve To \$12.143 Billion And (II) Estimate And Allow Their Claims For*

*Covered Loans At \$12.143 Billion Pursuant To Section 502(C) Of The Bankruptcy Code*

[Docket. No. 46078], filed on August 22, 2014.

9. Attached hereto as Exhibit F is a true and accurate copy of the transcript of the December 10, 2014 hearing in *Lehman Brothers Holdings Inc., et al.*, No. 08-13555-SCC (Bankr. S.D.N.Y.) [Docket No. 49007].

10. Attached hereto as Exhibit G is a true and accurate copy of this Court's *Order Establishing A Protocol to Resolve Claims Filed By Trustees On Behalf of Certain Issuers of Residential Mortgage-Backed Securities* [Docket No. 47569], entered on December 29, 2014.

11. Attached hereto as Exhibit H is a true and accurate copy of the Trust Agreement, SASCO 2005-RF2, dated May 1, 2005, between Structured Asset Securities Corporation, Aurora Loan Services LLC, and U.S. Bank National Association.

12. Attached hereto as Exhibit I is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated April 16, 2015.

13. Attached hereto as Exhibit J is a true and accurate copy of a Loss Certification.<sup>1</sup>

14. Attached hereto as Exhibit K is a true and accurate copy of a Corporate Expense Log.

15. Attached hereto as Exhibit L is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated March 17, 2015.

16. Attached hereto as Exhibit M is a true and accurate copy of the Letter from Trustees' Counsel to Todd G. Cosenza, dated March 25, 2015.

17. Attached hereto as Exhibit N is a true and accurate copy of the Letter from Todd G. Cosenza to Trustees' Counsel, dated March 17, 2016.

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<sup>1</sup> Certain personal information regarding the borrower in Exhibits J and K has been redacted from these exhibits.

18. Attached hereto as Exhibit O is a true and accurate copy of the transcript of the September 17, 2015 status conference in *Lehman Brothers Holdings Inc., et al.*, No. 08-13555-SCC (Bankr. S.D.N.Y.) [Docket No. 51186].

19. Attached hereto as Exhibit P is a true and accurate copy of the transcript of the July 22, 2015 status conference in *Lehman Brothers Holdings Inc., et al.*, No. 08-13555-SCC (Bankr. S.D.N.Y.) [Docket No. 50477].

20. Attached hereto as Exhibit Q is a true and accurate copy of the transcript of the March 29, 2016 status conference in *Lehman Brothers Holdings Inc., et al.*, No. 08-13555-SCC (Bankr. S.D.N.Y.) [Docket No. 52489].

21. Attached hereto as Exhibit R is a true and accurate copy of this Court's *Order Granting Motion of RMBS Trustees to Extend the Overall Claim File Cut-Off Date for Certain Loans Under the Protocol Order and Related Relief* [Docket No. 52367], entered on March 31, 2016.

22. Attached hereto as Exhibit S is a true and accurate copy of this Court's *Order Granting Debtors' Motion to (A) Disallow And Expunge Certain RMBS Claims And (B) Release Certain Related Claims Reserves* [Docket No. 53163], entered on June 27, 2016.

23. Attached hereto as Exhibit T is a true and accurate copy of the Letter from Todd G. Cosenza to RMBS Trustees' Counsel, dated May 26, 2016.

24. Attached hereto as Exhibit U is a true and accurate copy of the *Status Report of the RMBS Trustees With Respect to Compliance With the Protocol and Motion to Extend the Overall Claim File Cut-Off Date for Certain Loans Under the Protocol Order and Grant Related Relief* [Docket No. 52342], filed on March 24, 2016.

25. Attached hereto as Exhibit V is a true and accurate copy of the Letter from Todd G. Cosenza to RMBS Trustees' Counsel, dated July 30, 2015.

26. I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 30<sup>th</sup> day of August, 2016.

/s/ Jonathan D. Waisnor  
Jonathan D. Waisnor